

**UNITED STATES BANKRUPTCY COURT
 WESTERN DISTRICT OF TEXAS
 SAN ANTONIO DIVISION**

In re **La Villita Motor Inns JV**

Case No. **10-54864-rbk**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$13,000,000.00		
B - Personal Property	Yes	4	\$4,527,251.00		
C - Property Claimed as Exempt	No				
D - Creditors Holding Secured Claims	Yes	1			\$6,052,000.00
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	4			\$36,796.89
F - Creditors Holding Unsecured Nonpriority Claims	Yes	9			\$95,670.95
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
TOTAL		24	\$17,527,251.00	\$6,184,467.84	

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
 (if known)

SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
<p>Land and improvements (including hotel building and parking garage) located at 100 Villita St., San Antonio, TX 78205, as more particularly described in Exhibit A.</p> <p>*\$13,000,000.00 Value - December 2010 Appraisal by Colliers PKF Consulting USA</p>	Property Owned		\$13,000,000.00	\$6,052,000.00

Total: **\$13,000,000.00**
 (Report also on Summary of Schedules)

EXHIBIT A

Legal Description

A 0.5285 of an acre tract of land, more or less, out of Lot 6-A, New City Block 118, located at the Southeast intersection of Main Plaza and Villita Street and located in the City of San Antonio; said 0.5285 acre parcel of land being more particularly described by field notes to warranty deed dated April 15, 1980, recorded in Volume 1915, Page 904, Real Property Records of Bexar County, Texas as follows:

Beginning at a point marked by a found "X" on concrete at the point of intersection of the East right-of-way line of Main Plaza and the South right-of-way line of Villita Street for the Northwest corner of herein described tract;

THENCE, South 81 degrees 54 minutes 00 seconds East, 110.93 feet along said South right-of-way line of Villita Street to a found "X" marked on concrete;

THENCE, South 71 degrees 38 minutes 00 seconds East, 29.35 feet along said South right-of-way line of Villita Street to a found "X" marked on concrete for the Northeast corner of this tract;

THENCE South 06 degrees 57 minutes 00 seconds East, 144.40 feet along the West line of the San Antonio River to a found "X" marked on concrete for the Southeast corner of this tract;

THENCE North 82 degrees 50 minutes 19 seconds West, 177.32 feet along a line to a found concrete nail, on said East right-of-way line of Main Plaza for the Southwest corner of this tract;

THENCE North 08 degrees 06 minutes 00 seconds East, 147.58 feet along said Main Plaza East right-of-way line to the POINT OF BEGINNING and containing 0.5285 acres of an acre (23,021.46 S.F.) tract of land, more or less.

EXHIBIT A
SCHEDULE A

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
 (if known)

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.		Cash on hand	\$4,300.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and home-stead associations, or credit unions, brokerage houses, or cooperatives.		Name of Bank: Frost Bank Account #'s: 01-0343013 - Operating Account 01-7529252 - Reserve Account 01-0464228 - Checking Account 01-0397938 - T/A Commissions Account	\$28,500.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		SAWS - San Antonio Water System Deposit	\$550.00
4. Household goods and furnishings, including audio, video and computer equipment.		Furnishings of all 129 rooms, plus manager's apartment (rooms were remodeled and refurbished in 2008; Valuation represents a 50% discount of the purchase price of room furnishings). Furnishings more particularly described at Exhibit B.	\$2,730,000.00
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.		Lending library and art (Purchased October 2010 for approximately \$10,000.00; Valuation represents 50% depreciation of purchase price)	\$5,000.00
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
 (if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X		
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		Account receivables from direct bills, and credit cards	\$58,901.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
 (if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 2

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.	X		
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X		
26. Boats, motors, and accessories.	X		

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
 (if known)

SCHEDULE B - PERSONAL PROPERTY

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		Exterior fixtures, pool, office equipment, lobby furniture, F&B, hallways.	\$950,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Elevator, HVAC	\$500,000.00
30. Inventory.		Guest supplies, linen, liquor inventory.	\$100,000.00
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		Meeting spaces	\$150,000.00

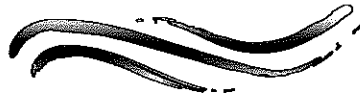
3 continuation sheets attached
 (Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

Total >

\$4,527,251.00

Riverwalk Plaza

HOTEL & SUITES



Room Inventory*

*Based off room 410 King Leasure

Crown molding ~ 90'
Base trim ~ 90'
Wall Paper ~ 530.5 ft²
Interior brick ~ 228 ft²
Carpet ~ 175 ft²
Stone Flooring ~ 123 ft²
Ceiling tiles ~ 300 ft²
Ceiling Grid ~ 408'
King Bed Mattress
King bed box frame
King Bed metal frame
King bed headboard
King bed sheets
King bed comforter
King bed overhang (fabric to cover metal frame)
4 sleeping pillows
3 designer pillows
Writing desk
Desk lamp X 3
Floor Lamp X 2
Granite Top Night stand X 2
Granite Top End table X 1
Granite Top TV Stand X 1
Granite top bathroom vanity
Granite Top mini kitchenette table
Leather Chair
Desk Chair
Flat Screen TV
Remote Control
Guest Directory 8.5"x11" booklet
Guest Directory doublesided 8.5"x11" color pages x 16
Black out curtains x 4 ~ 144 ft²
Light Curtains x 4 ~ 144 ft²
Designer Curtain endcaps x 4 ~ 64 ft²
Designer curtain top x 2 ~ 27 ft²
Curtain track ~ 44 ft²
4" Granite Window sill ~ 18 ft²
Ceiling Light Fixtures x 4
Light Switches x 3
Wall Outlets x 8
CAT5 Outlet x 1
Closet Doors

Bathtub ~ 15 ft²
Bathtub faucet set
Bathroom veneer stone ~ 60 ft²
Deluxe and removable shower heads
Bathroom Sink faucet set
Bathroom Sink
Safe
Microwave
Coffee Maker
Iron & Board cabinet
Iron & Board
A/C digital Controller
A/C Ducts
A/C Unit
A/C Vent
A/C Intake
Towel Rack
Towels
Lighted Make-up Mirror
Trash cans x 3
Low-flush toilet
Toilet paper holder
Handicap shower bar
Soap dish holder
Tommy Bahama line bathroom amenities
Hotel Telephone
Ice bucket
Glasses x 3
Coffee mugs x 2
Closet bar
Hotel Closet hangers x 11
Closet shelf
Luggage rack
Hair dryer
Shower curtain
Shower curtain rod
Bathroom light fixture x 2
Mirror 2' x 5'
Mirror 2.5' x 3.75'
Mirror 2.5' x 3'
Mirror 4' x 3'
Art 3' x 3' | x 2
Art 2' x 2'
Smoke Detector
Light bulb x 9
Digital clock
Door to room
Vingcard door lock system

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

☐ Check if debtor claims a homestead exemption that exceeds \$146,450.*

- ☐ 11 U.S.C. § 522(b)(2)
☐ 11 U.S.C. § 522(b)(3)

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxxxxxx xxxx xxxxx9934	X	DATE INCURRED: 10/1/1998 NATURE OF LIEN: ? COLLATERAL: Mortgage REMARKS: NOTE: Debtor has not completed evaluation of validity of lender's security documents. Accordingly, the amount listed for the unsecured portion includes full value of claim to			X	\$6,052,000.00	\$6,052,000.00
GSMS-1991-C1 c/o James G. Ruiz Winstead 401 Congress Ave., Suite 2100 Austin, TX 78701		avoid any allegations of waiver, estoppel, or admissions against interest.			X		
		VALUE: \$0.00					
Subtotal (Total of this Page) >						\$6,052,000.00	\$6,052,000.00
Total (Use only on last page) >						\$6,052,000.00	\$6,052,000.00

No continuation sheets attached

Subtotal (Total of this Page) >

Total (Use only on last page) >

\$6,052,000.00	\$6,052,000.00
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\$6,052,000.00	\$6,052,000.00
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(Report also on
Summary of
Schedules.)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☒ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Wages, salaries, and commissions
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Outsourcing Inspirion Inspirion Group P.O. Box 2025 Tyler, TX 75710		DATE INCURRED: 12/1 - 12/9/10 CONSIDERATION: Wages REMARKS: Wages from 12/1/10 - 12/9/10 NOTE: Paid pursuant to Court				\$0.00	\$0.00	\$0.00
		Order [Docket No. 24]						

Sheet no. 1 of 3 continuation sheets
attached to Schedule of Creditors Holding Priority Claims

Subtotals (Totals of this page) >

Total >

(Use only on last page of the completed Schedule E.
Report also on the Summary of Schedules.)

Totals >

(Use only on last page of the completed Schedule E.
If applicable, report also on the Statistical Summary
of Certain Liabilities and Related Data.)

\$0.00	\$0.00	\$0.00

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY Taxes and Certain Other Debts Owed to Governmental Units

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: Bexar County Tax Assessor-Collector P.O. Box 839950 San Antonio, TX 78283-3950		DATE INCURRED: 11/30/10 CONSIDERATION: Taxes REMARKS: As of 11/30/10 MTD November - 3,006.07; As of 12/6/10 MTD December -				\$3,616.89	\$3,616.89	\$0.00
		610.82						
ACCT #: City of San Antonio Hotel Occupancy Tax Finance Dept., Treasury Div. San Antonio, TX 78283-3975		DATE INCURRED: 11/30/10 CONSIDERATION: City OCC Taxes REMARKS: As of 11/30/10 - Mtd November - 15,460.21; As of 12/6/10 - Mtd December -				\$18,602.32	\$18,602.32	\$0.00
		3,142.11						
ACCT #: State Comptroller of Public Accounts Revenue Acctg Div-Bankruptcy Sec P.O. Box 1358 Austin, TX 78711		DATE INCURRED: 11/30/10 CONSIDERATION: Hotel Taxes REMARKS: Sales - As of 11/30/10 MTD November - 1,462.33; Phone - As of 12/6/10 MTD				\$2,195.89	\$2,195.89	\$0.00
		December - 733.56						

Sheet no. 2 of 3 continuation sheets
attached to Schedule of Creditors Holding Priority Claims

Subtotals (Totals of this page) >

Total >

(Use only on last page of the completed Schedule E.
Report also on the Summary of Schedules.)

Totals >

(Use only on last page of the completed Schedule E.
If applicable, report also on the Statistical Summary
of Certain Liabilities and Related Data.)

\$24,415.10	\$24,415.10	\$0.00

\$12,381.79	\$12,381.79	\$0.00
\$36,796.89		
	\$36,796.89	\$0.00

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	DEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: ABC Pest & Lawn Services 10644 IH 35 North San Antonio, TX 78233		DATE INCURRED: Oct - Dec. 2010 CONSIDERATION: Services REMARKS:				\$522.52
ACCT #: Allied Waste Services #859 San Antonio Commercial P.O. Box 78829 Phoenix, AZ 85062-8829		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$462.84
ACCT #: American Express P.O. Box 650448 Dallas, TX 75265-0448		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: American Express Centurion c/o The Optima Account P.O. Box 3630002 Fort Lauderdale, FL 33336-0002		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: American Hotel Register Co. 16458 Collection Center Dr. Chicago, IL 60693		DATE INCURRED: 11/12/10 CONSIDERATION: Services REMARKS:				\$171.23
ACCT #: AT&T P.O. Box 5001 Carol Stream, IL 60197-5001		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

Subtotal >

\$1,156.59

Total >

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Baker Distributing Co., Inc. P.O. Box 848459 Dallas, TX 75284-8459		DATE INCURRED: November 2010 CONSIDERATION: Services REMARKS:				\$103.96
ACCT #: Bobby Duran 461 Long Meadow Spring Branch, TX 78070		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$3,500.00
ACCT #: Capmark Finance, Inc. Code 700, Library A 116 Welsh Rd. Horsham, PA 19044		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Carrier South Texas P.O. Box 93844 Chicago, IL 60673		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$993.81
ACCT #: Central SEC & Investigations Suite 217 6836 San Pedro Ave. San Antonio, TX 78216		DATE INCURRED: August 2010 CONSIDERATION: Services REMARKS:				\$2,716.65
ACCT #: Cintas Corporation 97627 Eagle Way Chicago, IL 60678-7627		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

Sheet no. 1 of 8 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$7,314.42

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Cintas Corporation #087 P.O. Box 200147 San Antonio, TX 78220-0147		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$244.28
ACCT #: Cisco Systems Capital CRP P.O. Box 41602 Philadelphia, PA 19101-1602		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$712.92
ACCT #: Citi Cards P.O. Box 182564 Columbus, OH 43218-2564		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Citibusiness Card P.O. Box 6418 The Lakes, NV 89901-6418		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: City of San Antonio Financial Services Division PO Box 1328 San Antonio, TX 78295		DATE INCURRED: December 2010 CONSIDERATION: Taxes REMARKS:				\$18,764.35
ACCT #: City Public Service PO Box 2678 San Antonio, TX 78289		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$2,466.63

Sheet no. 2 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$22,188.18

Total >

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CREDITOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Coca-Cola Enterprises P.O. Box 840232 Dallas, TX 75284-0232		DATE INCURRED: November 2010 CONSIDERATION: Products REMARKS:				\$306.00
ACCT #: Discover Platinum Card P.O. Box 6103 Carol Stream, IL 60197-6103		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Dunbar Armored P.O. Box 64115 Baltimore, MD 21264-4115		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$225.49
ACCT #: Ecolab Center PO Box 70343 Chicago, IL 60673-0343		DATE INCURRED: Nov. - Dec. 2010 CONSIDERATION: Services REMARKS:				\$2,556.81
ACCT #: Essential Ammenities 208 Passaic Ave. Fairfield, NJ 07004		DATE INCURRED: Oct. - Dec. 2010 CONSIDERATION: Services REMARKS:				\$4,044.00
ACCT #: Fran True 2208 Encino Cliff San Antonio, TX 78259		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

Sheet no. 3 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$7,132.30**

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Gulf Coast Paper Co. P.O. Box 4227 Victoria, TX 77903		DATE INCURRED: Oct. - Nov. 2010 CONSIDERATION: Services REMARKS:				\$2,318.33
ACCT #: H&E Equipment Services 5433 Randolph Blvd. San Antonio, TX 78233		DATE INCURRED: November 2010 CONSIDERATION: Services REMARKS:				\$2,115.60
ACCT #: HD Supply Facilities Maintenance P.O. Box 509058 San Diego, CA 92150-9058		DATE INCURRED: November 2010 CONSIDERATION: Services REMARKS:				\$1,248.44
ACCT #: HEI Systems & Solutions LLC 1100 NW Loop 410, Suite 611 San Antonio, TX 78213		DATE INCURRED: Nov. - Dec. 2010 CONSIDERATION: Services REMARKS:				\$2,186.66
ACCT #: Hospitality Mints PO Box Drawer 3140 Boone, NC 28607		DATE INCURRED: 11/30/10 CONSIDERATION: Products REMARKS:				\$451.50
ACCT #: Howard Johnson Franchise System 15013 Collection Center Dr. Chicago, IL 60693		DATE INCURRED: May - Aug. 2009 CONSIDERATION: Services REMARKS:			X	\$30,909.65

Sheet no. 4 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$39,230.18

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Internal Revenue Service P.O. Box 21126 Philadelphia, PA 19114		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: J-Quad Electrical Services P.O. Box 101137 San Antonio, TX 78201		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$125.00
ACCT #: Mitchell Time & Parking 4806 North IH 35 Austin, TX 78751		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$108.13
ACCT #: Mustang Enterprises, Ltd. 1238 W. Laurel San Antonio, TX 78201-6341		DATE INCURRED: 11/19/10 CONSIDERATION: Services REMARKS:				\$181.36
ACCT #: P.K. Pirani 1819 Bellevue Ave., Suite 400 West Vancouver, BC CANADA V7V 1B2		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Pages Printing 113 Colglazier San Antonio, TX 78223		DATE INCURRED: 10/22/10 CONSIDERATION: Services REMARKS:				\$989.88

Sheet no. 5 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$1,404.37**

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Pitney Bowes Global Financial P.O. Box 371887 Pittsburgh, PA 15250-7887		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: Prime Services Uniforms 1342 W. Villaret Blvd. San Antonio, TX 78224		DATE INCURRED: Nov. - Dec. 2010 CONSIDERATION: Products REMARKS:				\$1,493.37
ACCT #: Sabre Hospitality Solutions 2187 Newcastle Ave., #101 Cardiff, CA 92007		DATE INCURRED: October 2010 CONSIDERATION: Services REMARKS:				\$574.97
ACCT #: San Antonio Water System PO Box 2990 San Antonio, TX 78299-2990		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: State Treasurer TX Comptroller of Public Accounts 111 E. 17th Street Austin, TX 78774-0100		DATE INCURRED: 2010 CONSIDERATION: Taxes REMARKS:				\$1,065.43
ACCT #: Sunshine Distributors PO Box 120425 San Antonio, TX 78212		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$120.96

Sheet no. 6 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$3,254.73**

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Texas Hotel & Lodging Assn. 1701 West Avenue Austin, TX 78701		DATE INCURRED: July - Oct. 2009 CONSIDERATION: Services REMARKS:				\$458.16
ACCT #: Texas Hotel & Lodging Association 1701 West Avenue Austin, TX 78701		DATE INCURRED: 7/1/09, etc. CONSIDERATION: Services REMARKS:				\$458.16
ACCT #: Travelclick.net 300 N. Martindale, Suite 500 Schaumburg, IL 60173		DATE INCURRED: CONSIDERATION: Services REMARKS:	X	X	X	Unknown
ACCT #: U.S. Dept. of Justice United States Attorney 601 NW. Loop 410, Suite 600 San Antonio, TX 78216		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: United States Attorney General Department of Justice 950 Pennsylvania Ave., N.W. Washington, DC 20530		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only
ACCT #: United States Trustee P.O. Box 1539 San Antonio, TX 78295-1539		DATE INCURRED: CONSIDERATION: Notice Only REMARKS:				Notice Only

Sheet no. 7 of 8 continuation sheets attached to
 Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > \$916.32

Total >
 (Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the
 Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Valla Investments, LLC 12920 Framingham Court Tampa, FL 33626		DATE INCURRED: Nov. - Dec. 2010 CONSIDERATION: Services REMARKS:				\$4,166.66
ACCT #: Vizergy P.O. Box 551459 Jacksonville, FL 32255-1459		DATE INCURRED: Nov. - Dec. 2010 CONSIDERATION: Services REMARKS:				\$6,854.63
ACCT #: Voss Lighting P.O. Box 22159 Lincoln, NE 68542-2159		DATE INCURRED: November 2010 CONSIDERATION: Services REMARKS:				\$325.73
ACCT #: Watson Investigation & Process 3530 Hunt Wick Lane San Antonio, TX 78230		DATE INCURRED: December 2010 CONSIDERATION: Services REMARKS:				\$195.00
ACCT #: Wortham Insurance P.O. Box 795008 San Antonio, TX 78279		DATE INCURRED: January 2008 CONSIDERATION: Insurance REMARKS:				\$1,531.84

Sheet no. 8 of 8 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal > **\$13,073.86**

Total > **\$95,670.95**

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
A&E Pest Control 12131 Victoria Oaks San Antonio, TX 78253	Pest control services agreement Contract to be ASSUMED
ADT Security Services, Inc. 140 Heimer, Suite 100 San Antonio, TX 78232	Security services agreement Contract to be ASSUMED
BFI Waste Services of Texas dba Allied Waste Services PO Box 78229 Phoenix, AZ 85062-8829	Waste services agreement Contract to be REJECTED
Carrier Commercial Services P.O. Box 93844 Chicago, IL 60673	Air-conditioner maintenance and service agreement Contract to be ASSUMED
Cintas Corporation 97627 Eagle Way Chicago, IL 60678-7627	Uniform rental agreement Contract to be ASSUMED

In re **La Villita Motor Inns JV**

Case No. 10-54864-rbk
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 1

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Cisco Systems Capital Corporation P.O. Box 41602 Philadelphia, PA 19101-1602	Lease of wireless and smartnet routers Contract to be ASSUMED
Custom Pest & Lawn Services 10644 IH 35 North San Antonio, TX 78233	Subterranean Termite Control and Re-treatment Agreement Contract to be ASSUMED
Dunbar Armored P.O. Box 64115 Baltimore, MD 21264-4115	Security service agreement Contract to be ASSUMED
HEI Systems & Solutions LLC 1100 NW Loop 410, Suite 611 San Antonio, TX 78213	IT management agreement Contract to be ASSUMED
Howard Johnson International 15013 Collection Center Dr. Chicago, IL 60693	License agreement Contract to be REJECTED

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 2

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Inspirion Group PO Box 2350 Boerne, TX 78006	Payroll administration agreement Contract to be ASSUMED
Logix Communications PO Box 3608 Houston, TX 77253-3608	Telephone services agreement Contract to be ASSUMED
Oppenheimer Blend Harrison & Tate Inc. 711 Navarro, Sixth Floor San Antonio, TX 78205	Legal services engagement letter Contract to be ASSUMED
Otis Elevator Company PO Box 730400 Dallas, TX 75373-0400	Elevator service and maintenance agreement Contract to be ASSUMED
Plitney Bowes Global Financial P.O. Box 371887 Pittsburgh, PA 15250-7887	Communication equipment lease agreement Contract to be ASSUMED

In re La Villita Motor Inns JV

Case No. 10-54864-rbk
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Continuation Sheet No. 3

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Time Warner Cable San Antonio LP 1900 Blue Crest Lane P.O. Box 460849 San Antonio, TX 78246	Bulk video services agreement Contract to be ASSUMED
Toast to Toast LLC 100 La Villita Street San Antonio, TX 78205	Restaurant, bar, coffee shop and banquet facilities lease agreement Contract to be ASSUMED
Travelclick.com 300 N. Martingdale, Suite 500 Schaumburg, IL 60173	Services agreement Contract to be REJECTED
Vizergy P.O. Box 551459 Jacksonville, FL 32255-1459	Reservation and electronic representation services Contract to be ASSUMED

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Liaquat Pirani (Guarantor) 100 Villita Street San Antonio, TX 78205	GSMS-1991-C1 c/o James G. Ruiz Winstead 401 Congress Ave., Suite 2100 Austin, TX 78701

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the **Director of Operations** of the **Joint Venture**
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date **1/3/2011**

Signature **/s/ Irfan Valla**

Irfan Valla

Director of Operations

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]